UNITED STATES BANKRUPTCY COURT DISTRICT OF SOUTH CAROLINA

In re:	Case No.
DREAM BIG RESTAURANTS, LLC	In Proceedings Under Chapter 11
Debtor.	Hon.

DECLARATION OF PHILLIP K. WILKINS IN SUPPORT OF CHAPTER 11 PETITION AND FIRST DAY MOTIONS

In support of the above-captioned Debtor's Chapter 11 Petition and its First Day Motions (defined below), I, Phillip K. Wilkins, declare as follows:

- 1. I am the Managing Partner of Dream Big Restaurants, LLC ("Debtor") a South Carolina limited liability company with its principal place of business at 37 Villa Road, Ste. 205, Greenville, South Carolina.
- 2. I own fifty percent (50%) of the Debtor's outstanding membership interests, and the other fifty percent (50%) is owned by my wife, Phyllis Wilkins.
- 3. I am responsible for devising and implementing the Debtor's business plans and strategies, overseeing the Debtor's financial, operational and legal affairs, and supervising the maintenance of its books and records. I have been involved in the Debtor's restructuring process (the "Restructuring Process"), which includes (i) participating in the development, negotiation and implementation of various strategic alternatives for restructuring, reducing or modifying the Debtor's

indebtedness, (ii) managing professionals engaged by the Debtor in connection with the Restructuring Process, (iii) supervising the preparation of documentation needed to implement the Restructuring Process, and (iv) consulting on a regular basis with the Debtor's management with respect to the foregoing.

- 4. Except as otherwise indicated herein, all facts set forth in this Declaration are based upon my personal knowledge, my discussions with other members of the Debtor's management teams and other personnel, my knowledge and review of relevant documents including the Debtor's books and records, or my opinion based on my experience, knowledge, and information concerning the Debtor's operations and financial condition. If called upon to testify, I would testify competently to the facts set forth in this Declaration.
- 5. The Debtor has requested certain relief in "first day" applications and motions filed with the Court (collectively, the "First Day Motions") in order to minimize potential adverse effects of the bankruptcy filings and to maximize the value of the estate. I submit this Declaration to assist the Court and parties-in-interest in understanding the circumstances that led to the commencement of this Chapter 11 case and in support of the Debtor's voluntary petition and First Day Motions.

6. I believe the relief sought in each of the First Day Motions is (i) necessary for the Debtor to make a successful transition to and operate in chapter 11 with minimal interruption or disruption to its business, and (ii) constitutes a key factor in maximizing and preserving the value of the Debtor's estate.

BACKGROUND

- 7. In 1997, Phyllis Wilkins and I owned a company named Rising Star, Inc. ("Rising Star") which purchased a restaurant in Cincinnati Ohio from McDonald's USA, LLC ("McDonald's"). As a result, I first joined the McDonald's system in 1997 through my company, Rising Star.
- 8. In 2000, Rising Star sold its Ohio restaurant and purchased a restaurant in Kentucky. Over the course of the next two years, Rising Star purchased three more McDonald's restaurants in Kentucky. Rising Star operated these four Kentucky restaurants until 2010, when I made the decision to sell the restaurants and leave the McDonald's system in order to pursue other franchisee opportunities.
- 9. I operated restaurants for a different franchisor from January 2011 to July 2013, when I made the decision to return to McDonald's.
- 10. On April 22, 2014, Phyllis Wilkins and I incorporated a Florida limited liability company named Dream Big Restaurants, LLC ("DBR Florida").

In May 2014, DBR Florida entered the McDonald's system by purchasing two McDonald's restaurants in Florida.

- 11. On October 3, 2016, Phyllis Wilkins and I organized the Debtor under the laws of the state of South Carolina. DBR Florida was then merged with the Debtor and Debtor was the surviving entity.
- 12. In late 2016, the Debtor sold the Florida restaurants and purchased the following eight restaurants in South Carolina:
 - 2200 Augusta Rd., Greenville, South Carolina;
 - 308 W. Wade Hampton Blvd., Greer, South Carolina
 - 2109 Wade Hampton Blvd., Greenville South Carolina;
 - 630 Howell Road, Greenville, South Carolina;
 - 3618 Pelham Rd., Greenville, South Carolina;
 - 3 Cannon Drive, Greenville, South Carolina;
 - 2137 Old Spartanburg Rd., Greer, South Carolina;
 - 1706 White Horse Road, Greenville, South Carolina.

(collectively, the "Restaurants").

- 13. The Debtor continues to operate these Restaurants pursuant to franchise agreements with McDonald's.
- 14. The Debtor leases the real property associated with these Restaurants from McDonald's pursuant to an Operator's Lease for each location.

CAUSES OF BANKRUPTCY FILING

15. Despite sixteen years of success operating McDonald's restaurants under both Rising Star and the Debtor, the Debtor immediately experienced

difficulties after it purchased the Restaurants. Within days of taking over the Restaurants, sales dropped and service times were down. The Debtor worked hard to improve sales and service times but suffered a substantial set back in 2018 when it lost its entire leadership team, including, a Director of Operations, two (2) Supervisors, two (2) General Managers, and one employee providing back office support. Five of these individuals were related by blood or a child in common, and the familial group made the collective decision to move out of South Carolina. The result was that, in one fell swoop, the Debtor lost over 100 years of McDonald's experience.

- 16. The sudden loss of its leadership team led to additional operational challenges which caused the Debtor's cash flow to shrink by nearly seventy percent (70%).
- 17. As a result of its lost revenue, Debtor defaulted on its payment obligations to TD Bank and other creditors and filed this Chapter 11 bankruptcy in order to preserve its value and restructure its debts in a way that is most beneficial to Debtor and its creditors.

NATURE OF DEBT

18. Upon information and belief, TD Bank, N.A. ("<u>TD</u>") will assert a first priority secured claim in the principal amount of \$7,073,889.01 as of August 12,

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- 2019. TD may assert that its claim is secured by substantially all of the Debtors assets including its Cash Collateral (defined herein).
- 19. Upon information and belief, TD is significantly undersecured because McDonald's aggregate internal valuation of the Debtor's eight (8) franchises on a going concern basis is \$4,733,526 as of May 2019. See Exhibit B to the Debtor's [First Day] Motion for Entry of Interim Order Authorizing the Use of Cash Collateral and Providing Adequate Protection (the "Cash Collateral Motion") filed contemporaneously herewith.
- 20. A uniform commercial code report from the State of South Carolina identified five (5) additional secured creditors junior to TD Bank. *See* Exhibit C to the Cash Collateral Motion. None of these five secured creditors are identified by name. Each is only identified by their agent. As a result, based on the best information available to the Debtor, the Debtor determined the following:
- 21. Upon information and belief, On Deck Capital, Inc. ("On Deck"), a merchant cash advance company ("MCA"), will assert a second priority secured claim in the approximate amount of \$174,507. On Deck may assert that its claim is secured by substantially all of the Debtor's assets including its Cash Collateral.
- 22. Upon information and belief, QuickSilver Capital, LLC ("Quicksilver"), another MCA, will assert a third priority secured position in substantially all of the Debtor's assets in the approximate amount of \$126,600.

- 23. Upon information and belief, Celtic Bank Corporation ("Celtic") provided the Debtor with a line of credit, which is serviced by Bluevine Capital, Inc. ("Bluevine"), and will assert a fourth priority secured position in substantially all of the Debtor's assets in the approximate amount of \$61,466 as of September 18, 2019.
- 24. Upon information and belief, World Global Capital, LLC d/b/a Mass Capital Funding ("Mass Capital"), another MCA, will assert a fifth priority secured position in substantially all of the Debtor's assets in the approximate amount of \$360,425.
- 25. The State of South Carolina, Department of Revenue (the "State") filed four notice of tax liens on February 21, 2019, March 14, 2019, April 11, 2019, and May 21, 2019 (the "State Tax Liens"). Upon information and belief, the State will assert State Tax Liens having a sixth priority position for unpaid sale and use tax of \$338,801.49 in the aggregate.
- 26. Upon information and belief, Samson Funding ("Samson"), another MCA, will assert a seventh priority secured position in substantially all of the Debtor's assets in the approximate amount of \$173,150.
- 27. Additionally, upon information and belief, PIRS Capital, LLC ("<u>PIRS</u>"), another MCA, may assert a secured interest in substantially all of the Debtor's assets in the approximate amount of \$205,981. However, the Debtor does

not believe that PIRS filed a financing statement, and, as such, is an unperfected secured creditor.

- 28. Upon information and belief, no other creditors have or will assert an interest in Debtor's Cash Collateral.
- 29. Nothing in this Motion may be construed as an admission with respect to liability for any indebtedness, nor should anything within this Motion be construed as an admission with respect to the extent, status, validity and/or enforceability of any lien against any of the Debtor's assets.

REQUEST FOR USE OF CASH COLLATERAL

- 30. As of the Petition Date, Debtor, without admission, believes that its cash collateral, as defined in 11 U.S.C. §363, (the "Cash Collateral") consisted of the following collateral:
 - a. Cash of approximately \$183,270;
 - b. Accounts receivable valued at approximately \$35,000; and
 - c. Inventory valued at approximately \$108,724 as of August 31, 2019.
- 31. Debtor requires the use of Cash Collateral to make such payments as are necessary for the continuation of its business as shown in the Budget, attached to the Cash Collateral Motion as **Exhibit D** (the "Budget"). The projected revenue and {00816898.5}

expenses in the Budget are based upon historical financial data.

- 32. The Budget projects Debtor's anticipated revenue and expenses and demonstrates the amount of funds Debtor must expend on its operations over a thirty-day period.
- 33. During the next thirty days of this case, Debtor projects that it will need to spend approximately \$1,050,488, as set forth in the Budget, to avoid immediate and irreparable harm.
- 34. The majority of the Debtor's value arises from its ongoing operations and its ability to continue servicing its customers and operating its eight (8) franchises.
- 35. Without the ability to make the payments as set forth in the Budget, Debtor will be unable to continue operating and will be forced to shut down. Debtor's value arises from its on-going operations. If the Debtor is unable to continue to operate, the restaurants will go dark, customers will be lost and Debtor's value will be destroyed. Accordingly, authorizing Debtor to use Cash Collateral as set forth in the Budget is in the best interests of all creditors and parties in interest.

WAGE MOTION

- 36. The Debtor employs approximately 325 hourly and salary employees (the "Employees"). Of these Employees, 14 are paid a salary and the remaining employees are paid hourly.
- 37. The vast majority of the value of Debtor's business arises from its ongoing operations. The Employees are instrumental in allowing the Debtor to continue operating as a going concern.
- 38. Before the Petition Date, and in the ordinary course of business, the Debtor typically pays hourly wages and salaries ("Employee Wages") every two (2) weeks for the two-week period ending eight days earlier.
- 39. The Debtor is required by law to withhold from its Employees' Wages amounts related to federal, state, and local income taxes, as well as social security and Medicare taxes (collectively, the "Withholding Taxes") and to remit the same to the appropriate taxing authorities (collectively, the "Taxing Authorities").
- 40. The Debtor is also required to make matching payments from its own funds on account of social security and Medicare taxes, and to pay, based on a percentage of gross payroll and subject to state-imposed limits, additional amounts to the Taxing Authorities for, among other things, state and federal unemployment insurance (together with the Withholding Taxes, the "Payroll Taxes").

- 41. The Debtor pays all Employee Wages and Payroll Taxes through a third-party payroll service named Proliant.
- 42. In the ordinary course of its business, the Debtor established certain employee benefit programs, including without limitation, paid vacation and medical insurance programs.
- 43. Under its paid time off program, eligible employees are entitled to receive paid vacation based on seniority and attendance. As of the Petition Date, some of the Employees are entitled to unused paid vacation days and other paid time off based on their prepetition service.
- 44. Debtor provides medical insurance to its Employees through a McDonald's department or affiliated named McDonald Licensees and Ronald McDonald House Charities, Health & Welfare Plan ("McDonald's Wellness"). The Debtor pays the personal insurance for each salaried employee. The Debtor also offers family and other premium coverage packages and the difference in cost is paid by the Employee through a payroll deduction.
- 45. The Debtor, again through McDonald's Wellness, also offers health insurance to qualified hourly employees. The Debtor pays a portion of the cost and the remainder is paid by the participating hourly Employee.
- 46. All costs associated with Employee medical insurance is paid to McDonald's Wellness who then contracts with Blue Cross Blue Shield to provide the

medical benefits.

- 47. The Debtor withholds approximately \$3,778.00 per month in the aggregate from the Employees' Wages on account of medical insurance, which amount is a paid monthly together with Debtor's portion estimated at \$5,802.00 per month.
- 48. All Employees who participate in Debtor's health care program automatically receive life insurance. The Debtor pays for qualifying Employees' life insurance which costs roughly \$1.88 per employee per month.
- 49. The Debtor offers vision insurance to its salaried employees through Eyemed. Debtor pays one hundred percent (100%) of the cost of vision insurance.
- 50. The Debtor offers dental insurance to its salaried employees through Delta Dental. Debtor pays one hundred percent (100%) of the cost of dental insurance.
- 51. The Debtor pays an estimated aggregate amount of \$570 per month for dental, vision and life insurance benefits (collectively, the "Supplemental Benefits" and together with accrued paid time and medical insurance, the "Employee Benefits").
- 52. The Debtor does not provide any 401K or other retirement savings programs to its employees.

- 53. In order to timely pay the Employees for work performed from September 23, 2019 through the Petition Date, the Debtor is required to fund payroll on October 11, 2019, so that it will be paid timely to employees on October 15, 2014. The Debtor must fund these amounts which include garnishments, child support, or other employee wage deduction orders under which the Debtor is obligated to deduct a portion of an Employee's paycheck and pay that amount to a third party.
- 54. No payment to any employee for Employee Wages will exceed \$13,650 which is the priority amount permitted under 11 U.S.C. § 507(a)(4).
- 55. I receive a salary of \$75,400 per year. In addition to my annual salary, the Debtor pays me approximately \$190,000 per year in owner draws, for an average annual compensation of 295,600.\(^1\) In addition, the Debtor pays approximately \$375 per month for my family's cellular phone plan and pays automobile insurance for my vehicle.
- 56. The standard pay range for McDonald's owner operators is anywhere from \$35,000 to \$50,000 per restaurant per year. In my case, this would mean that my annual salary, according to the industry standard, should be in the range of \$280,000 to \$400,000. As a result, the Debtor has historically compensated me at

¹ This average is generated based on compensation paid to Mr. Wilkins in 2018 and YTD 2019.

a rate that is at the low end of the range of reasonable compensation for an owner operator in this industry.

- 57. Prior to the Petition Date, I agreed to reduce my salary (that is already at the low end for this industry) by an additional \$95,600, to a total annual salary of \$200,000. In order to simplify my compensation structure, and in connection with my voluntary reduction of income, the Debtor is now compensating me solely in the form of a \$200,000 annual salary and will no longer compensate me with owner draws.
- 58. If the Debtor is unable to pay Employee Wages and Employee Benefits when due, the Employees may suffer extreme personal hardship and be unable to pay their daily living expenses.
- 59. Furthermore, if the Debtor does not pay the Employee Wages and Benefits, Employees may quit or walk off the job leaving the Debtor without the ability to operate and crippling Debtor's reorganization at the outset of the proceeding.
- 60. Given the uncertainty of the Chapter 11 process and the upheaval which the transition to Chapter 11 may have on Employees, it is important for the Debtor to retain these experienced Employees and maintain the good will of these Employees so that Debtor's business operations are not adversely harmed.

DEBTOR'S NEED FOR SHORTENED NOTICE AND IMMEDIATE HEARING ON FIRST DAY MOTIONS

The First Day Motions seek various forms of relief which the Debtor 61. requires in order to allow it to continue operations and maintain the going-concern value of its business and prevent irreparable financial harm to Employees and other The relief sought is, therefore, critical to the success of the Debtor's reorganization efforts, and the need to have the First Day Motions heard as soon as practicable outweighs any concerns that expedited hearing on these motions might raise.

- 62. For the reasons set forth herein, it is necessary that the Debtor obtains an interim hearing as soon as possible on the First Day Motions (the "First Day Hearing") but in no event later than the afternoon of Tuesday, October 1, 2019.
 - 63. Declarant says nothing further.

Pursuant to 28 U.S.C. § 1746, I declare to the best of my knowledge, under penalty of perjury, that the above statements are true and correct.

> /s/Phillip K. Wilkins Phillip K. Wilkins, Declarant

Dated: September 27, 2019

EXHIBIT A



John J. Stockdale, Jr., Partner 40950 Woodward Avenue, Suite 100 Bloomfield Hills, Michigan 48304

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IStockdale@schaferandweiner.com

PRACTICES

Bankruptcy
Business and Transaction Law
Commercial Litigation
Debtor/Creditor Law
Real Estate

John J. Stockdale, Jr. practices in the areas of bankruptcy, debtor/creditor, real estate, business transactions and related litigation. John has represented clients in business and personal bankruptcies, buy and sell side business and commercial transactions and workouts; real estate transactions and foreclosures; and debt collection and defense. John has represented clients in a variety of industries including, without limitation, building trades, food service, and retail.

John focuses his practice on small and mid-size businesses. He understands and has special insight into the issues affecting those businesses because, for the twelve (12) years prior to joining Schafer and Weiner, he owned and operated a publishing company providing business valuation and lost profits case law reports to attorneys and accountants. John is a member of the American Bankruptcy Institute and a member of Michigan State Bar, Business Law Section.

ADMISSIONS & QUALIFICATIONS

State Bar of Michigan, 2008

U.S. District Court, Eastern District of Michigan, 2008

U.S. District Court, Western District of Michigan, 2012

John has also been admitted *pro hac vice* in courts across the United States including Iowa, Texas, and California.

EDUCATION

Thomas M. Cooley Law School, J.D., summa cum laude, 2008 The Citadel, the Military College of South Carolina, B.A., 1992

SEMINARS

John presented on the following topics at the United States Bankruptcy Court for the Eastern District of Michigan, Southern Division's Chapter 11 Roundtable on November 4, 2016: (1) filing requirements when a debtor owns a subsidiary or affiliated business (FRBP 2015,3 and Form 26); (2) investing debtor-owned funds (11 U.S.C. 345); and (3) the effect of listing "unknown" on a debtor's schedules.

John has presented to the Michigan Association of Certified Public Accountants on recent court decisions involving business valuation and damage calculations. Most recently, John was a panelist at the Michigan Association of Certified Public Accountants' Anti-Fraud, Litigation & Business Valuation, and Mergers & Acquisitions Conference in Livonia, Michigan on May 24, 2016. John presented on the topic of *Skepticism from Audits, to Forensics, to Valuation*, which discussed an accounting expert's application of skepticism concepts in business valuation and bankruptcy matters.

PUBLICATIONS

Unpaid FICA in Chapter 11: Navigating the Minefield, 38 Michigan Business Law Journal (Spring 2018)

Applying Claim Preclusion in Michigan: A Call for Clarity, 36 Michigan Business Law Journal 1 (Spring 2016)

In re Till: Efficient Markets and the Prime-Plus Formula in 'Cram-Down' Interest Rate Cases, The Value Examiner, January/February, 2013

Analyzing a Professional's Personal Goodwill under Chapter 7 of the Bankruptcy Code: Just Whose Asset Is It? BVR's Guide to Personal v Enterprise Goodwill (BVR 2010)

Temple v United States: More Negative Treatment for the Quantitative Marketability Discount Model, Michigan Tax Lawyer, State Bar of Michigan, Fall, 2006

REPORTED CASES

In re Central Processing Services, LLC, 2019 Bankr. Lexis 2812 (Bankr. E.D. Mich. 2019)

DPT Holdings, LLC v. VLP Auto., 2019 Mich. Cir. Lexis 824 (Oakland County Circuit Court)

SKG International, Inc. v. SKG Italia, S.p.A., et al, 2017 U.S. Dist. Lexis 100647 (E.D. Mich. 2017)

In re St. James Nursing & Physical Rehab. Ctr., Inc., 559 B.R. 186 (Bankr. E.D. Mich. 2016)

In re Associated Community Services, Inc., 520 B.R. 650 (Bankr. E.D. Mich. 2014)

In re D & W, Ltd., LLC, 467 B.R. 427 (Bankr. E.D. Mich. 2012)

REPRESENTATIVE MATTERS

Chapter 11 Bankruptcies

In re BCDG, LP (Bankr. S.D. Iowa 2016) (Counsel for Unsecured Creditors Committee), John represented the unsecured creditors committee in this chapter 11 case involving the quick sale of six McDonalds franchises in Des Moines, Iowa. First, John successfully negotiated a \$170,000 contribution to the unsecured creditors from the purchaser of the franchises. Then, John negotiated with the various creditor consistencies to craft and confirm a consensual plan of liquidation that brought in an additional \$183,000 from the senior secured lender and reduced the claim pool from \$12 million to \$4.1 million. John's efforts ensured that the unsecured creditors received a meaningful distribution where the debtor did not contemplate any distribution to the unsecured creditors in this bankruptcy case.

In re St. James Nursing & Physical Rehab. Ctr., Inc. (Bankr. E.D. Mich. 2016) (Counsel for Debtor) John successfully represented the debtor throughout the chapter 11 reorganization case of this nursing home through a contested confirmation hearing involving nine objections to confirmation.

In re Associated Community Services, Inc. (Bankr. E.D. Mich. 2014) (Counsel for Debtor) John represented a telephone call center having more than 800 employees throughout the chapter 11 process from preparing first day motions through confirmation of a plan of reorganization. This case involved significant corporate restructuring including relocating the business operations during the bankruptcy case. Additionally, the case involved millions of alleged unpaid withholding tax liabilities which were successfully negotiated to permit secured and priority tax payments to exceed the five-year maximum set by the bankruptcy code. Moreover, John successfully opposed a class action claim reducing the unsecured creditors pool by \$10,000,000.

In re Acres (Bankr. E.D. Mich. 2013) (Counsel for Debtor) John represented four related corporate debtors in these administratively consolidated chapter 11 cases. The debtors sought bankruptcy to resolve \$1 million in pension fund withdrawal and contribution claims asserted by the Central States Southeast and Southwest Pension Fund arising after the debtors' collective bargaining agreement expired. Prior to filing, John negotiated the terms of the plan of reorganizations with the debtors' secured lender, which was

memorialized in a plan support agreement. After extensive litigation with the Pension Fund, including an evidentiary hearing on confirmation of the plan of reorganization, the debtors' plan of reorganization was confirmed that provided a 13% payment to the Pension Fund.

In re Small Plates Detroit, LLC (Bankr. E.D. Mich. 2011) (Counsel for Debtor). John represented a local restaurant throughout its bankruptcy process. In addition to working with its creditors, John successfully prepared and argued sale procedures and sale motions, which resulted in the sale of the restaurant business to an unrelated company free and clear of liens, claims and encumbrances. This case was resolved through a structured dismissal that resulted in payments to certain prepetition secured creditors after a surcharge for payment of certain Chapter 11 expenses.

In re Bing Construction Company (Bankr. E.D. Mich. 2011) (Counsel for Debtor) John assisted an Oakland County residential builder wind down its operations through a liquidating Chapter 11 after its principal's death. John assisted the debtor with shedding its unprofitable building contracts and worked with the building trades and property owners to complete other construction projects. John worked with the debtor, its financial adviser and the unsecured creditors committee to propose and confirm a liquidating plan over the objections of materialmen and subcontractors, which included allegations of fraud and breach of the Michigan Builders Trust Fund Act.

In re Metals in Time, Inc., (Bankr. E.D. Mich. 2010), (Counsel for Debtor). John represented a high-end retail jeweler throughout its bankruptcy process from drafting first day motions to successfully implementing Chapter 11 liquidating plan, which sold the debtor's business to a related party for the assumption of heavily discounted bank debt. This representation also involved appearing in the Bankruptcy Court for the Central District of California in connection with efforts to remove a California state court lawsuit to the Michigan bankruptcy court.

Transactional Matters

Business Sale. During 2019, John represented a retiring fifty-percent member of an injection molding business, which serviced the automotive sector, sell his business interest, together with an interest in a related land holding company, to a strategic purchaser.

Article 9 Acquisition of Auto Supplier. During 2018, John represented a private equity firm with acquiring the assets of a failing auto supplier. John analyzed various options to complete the proposed acquisition where the debtor-entity was cash poor and beset with judgment creditors. The acquisition of the business assets was accomplished under Article 9 of the Uniform Commercial Code, which allowed the senior lender to quickly foreclose upon and sell the auto supplier's assets to the private equity firm free and clear of junior liens. Additionally, John assisted with the private equity firm's purchase of the auto supplier's real estate through

a special purpose entity and its acquisition of the underlying bank debt through a separate special purpose entity.

Business Debt and Industrial Property. During 2018, John assisted a real estate developer with the acquisition and sale of industrial real estate in Grand Rapids, Michigan. This engagement included, among other things, the formation of a single purpose acquisition entity, the purchase of a distressed loan and mortgage from a national bank, structuring and drafting loan and participation agreements to fund the note acquisition, and the preparation of a litigation strategy to obtain on the real estate. After exerting strategic pressure on the owners, John prepared, and the parties executed, a deed in lieu of foreclosure agreement transferring the industrial property to the acquisition vehicle. Shortly thereafter, John assisted the real estate developer sell the industrial real property at a significant profit.

Commercial Real Estate: John assisted the seller successfully close the sale of commercial property in Howell, Michigan in 2017.

Vacant Land. John assisted a non-profit purchaser acquire vacant land in Stockbridge, Michigan from a municipality in 2017.

Article 9 Sale of Truck Body Business: During late-2016, John assisted an aluminum truck-body manufacturer with analyzing various insolvency-related exit strategies. When management identified a purchaser, John worked with lender's counsel and purchaser's counsel to structure a transaction that could be closed quickly while minimizing the purchaser's exposure as a successor. As a result, the business was sold to the purchaser in a sale under Article 9 of the Uniform Commercial Code, whereby a debtor's assets are surrendered to the lender, who then sells them to the purchaser. Since the sale, the business has dissolved under state law.

Business Sale: During 2016, John assisted the seller of a deli-meat distributor to sell part of his business. This engagement involved the negotiation and drafting of purchase documents and seller financing documents.

OTHER DISTINCTIONS

Selected for inclusion in the *Michigan Super Lawyers*® list (2019)

Selected for inclusion in the *Rising Stars*SM list (2009-2018)

Certificates of Merit – Thomas M. Cooley Law School, Bankruptcy, Business Organizations, Property I and II, Taxation, Criminal Law, Civil Procedure I and II, Wills Estates & Trusts, Tax of Business Entities, Torts I and II, and Securities Regulation

President's Achievement Award, 2008

Recipient: Association of Corporate Counsel Scholarship, 2008

Edward H. Rakow Award in Business and Securities Law, Eastern District of Michigan Federal Bar Association, 2007

Associate Editor, *Thomas M. Cooley Law Review*Distinguished Student Award, 2007

INTERESTS

In his spare time, John enjoys fishing, table-top gaming and finding and restoring antiques and automobiles.

SCHAFER WEINER.PLIC LAW OFFICES



Kim K. Hillary, Partner 40950 Woodward Avenue, Suite 100 Bloomfield Hills, Michigan 48304 T: 248.540.3340 F: 248.282.2155 KHillary@schaferandweiner.com

PRACTICES

Bankruptcy Litigation
Bankruptcy Reorganization
Commercial Law
Commercial Litigation

Ms. Hillary has been assisting debtors and creditors to minimize the disruption and negative impact of debtor insolvencies and to resolve commercial disputes for more than 10 years. Her experience and expertise allow her to formulate creative solutions for seemingly hopeless situations, which have drastically improved outcomes for her clients.

In additional to representing clients as a negotiator and litigator in a variety of commercial disputes, Ms. Hillary has represented small business and individual debtors in bankruptcies, lender workouts and out-of-court restructurings. Her Chapter 11 bankruptcy expertise includes negotiating debtor financing and cash collateral orders, plans of reorganization, and the representation of Unsecured Creditor's Committees. She has also represented both debtors and creditors in all aspects of lender workouts, including negotiating and restructuring troubled debt, drafting forbearance agreements, complex loan agreements and documenting secured transactions.

ADMISSIONS

State Bar of Michigan, 2004

U.S. District Court, Eastern District of Michigan, 2004

U.S. District Court, Western District of Michigan, 2007

EDUCATION

Wayne State University, J.D., cum laude, 2004

Western Michigan University, B.A., cum laude, 1998

PUBLICATIONS

Contributing author, Bankruptcy and Its Impact on LLC Membership Interests, Institute of Continuing Legal Education, 2006

Contributing Author, Partnership and Partner Bankruptcy, Revised, published in Collier Bankruptcy Practice Guide, Release 73, Chapter 20, Nov. 2006 and Revised, published in Collier Bankruptcy Practice Guide, Release 91, Chapter 20, Nov. 2012

REPRESENTATIVE MATTERS

Ms. Hillary represented a real estate development company as a debtor in a Chapter 11 bankruptcy. She negotiated debtor's use of cash collateral, obtaining the consent of the primary secured lender and a litigious judgment lien holder. Ms. Hillary also resolved the judgment lien holder's numerous objections to the debtor's proposed Plan of Reorganization, and succeeded in confirming a consensual Plan of Reorganization that provided for the debtor's continued sale of real property.

Additionally, Ms. Hillary structured and negotiated the sale of an insolvent business to a preferred purchaser for less than the amount owed to the commercial lender. Additionally, while negotiating the sale of the company, Ms. Hillary brokered a settlement between the secured lender and the individual guarantor which required the guarantor to pay only roughly 1% of the guarantor's indebtedness.

Ms. Hillary represented a real estate developer in his Chapter 7 bankruptcy where he received a discharge of over \$28,000,000 in indebtedness owed to several institutional creditors. To achieve this discharge, Ms. Hillary brokered a settlement between the Chapter 7 trustee and her client, which allowed her client to keep his personal residence, in which he held significant equity, his retirement accounts and all his personal property.

Ms. Hillary also represented the Official Committee of Unsecured Creditors ("Committee") in a Chapter 11 bankruptcy filed in the Bankruptcy Court for the Western District of Kentucky. With the assistance of financial advisors, she analyzed the debtor's financial situation and prepared motions and exhibits in support of the debtor's contested cash collateral motion. After a contested hearing, the debtor's use of cash collateral was approved. When it became clear that the debtor would be unable to confirm a plan of reorganization, Ms. Hillary negotiated with the debtor and secured lender, and achieved the entry of a Structured Dismissal which resulted in a straightforward, simple and

inexpensive liquidation of the debtor's unencumbered assets, the payment of all administrative claims, the distribution of funds to the unsecured creditors and protection from a conversion to Chapter 7 with the threat of preference liability for unsecured creditors.

OTHER DISTINCTIONS

Ex officio Board Member, Access to Bankruptcy Court

Former Board Member at Large, Michigan Chapter of International Women's Insolvency and Restructuring Confederation, 2012

Selected for inclusion in the *Rising Stars* **list (2009, 2010, 2011, 2012, 2013 and 2014)

Journal of Law in Society Alumni

David Adamany Constitutional Law Scholar Award, Wayne State University, 2004

EXHIBIT B

Wilkins Historical Cash Flow and Equity Levels 8 Restaurants										
Time Pulled	- Spales	APAGIS	Pre-Dable CF	Value at 5.5 Multiple (used @ purchase)	Net Debt	Estimated Net Equity	Working Captial			
TTM Sept 2016				8						
(Prior to Ownership)	17,701,946	31.8%	2,766,650	16,599,900						
Purchase				15,000,000	11,000,000	4,000,000				
TTM Dec 2017	16,675,669	29.6%	1,998,561	11,991,366	9,737,507	2,253,859	(933,823)			
TTM Dec 2018	15,453,045	27.3%	1,340,345	8,042,070	8,992,300	(950,230)	(1,414,548)			
TTM March 2019	15,103,329	25,5%	995,652	5,973,912	9,030,420	(3,056,508)	(1,652,913)			
TTM April 2019	14,979,080	24.8%	871,116	5,226,696	9,237,861	(4,011,165)	(1,953,685)			
TTM May 2019	14,885,007	24.3%	788,921	4,733,526	9,298,483	(4,564,957)	(1,891,829)			

EXHIBIT C

South Carolina Secretary of State's Office Mark Hammond

Search Response

Dated: 8/1/2019 2:24 PM

Search Criteria Entered:

Name Search

Party Name: Dream Big Restaurants

Party: Debtor

Filing Status: Unlapsed Filings

Filing Type: All

Name	Selected
DREAM BIG RESTAURANTS	Yes
DREAM BIG RESTAURANTS LLC	Yes
DREAM BIG RESTAURANTS, LLC	Yes

Filing Number	Filing Type	Filing Date	Lapse Date	Electronic Image
161222-1521113	UCC-1 Financing Statement	12/22/2016 3:21 PM	12/22/2021	Yes
181004-0822420	UCC-1 Financing Statement	10/4/2018 8:22 AM	10/4/2023	Yes
190430-1524539	UCC-1 Financing Statement	4/30/2019 3:24 PM	4/30/2024	Yes
190501-1311210	UCC-1 Financing Statement	5/1/2019 1:11 PM	5/1/2024	Yes
190528-1345142	UCC-1 Financing Statement	5/28/2019 1:45 PM	5/28/2024	Yes
190624-1514268	UCC-1 Financing Statement	8/24/2019 3:14 PM	6/24/2024	Yes

CC FINANCING STATEMENT	S S	10/4/2018 8:22 aM	1 FG 3 3 00 58 00 58 00	216.00
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26, INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIO	NAL NAME(B)/INITIAL(S)	BUFFIX
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7. ALTERNATIVE DESIGNATION (If applicable): Lesses/Least/ Consigner/Consignor

8. OPTIONAL FILER REFERENCE DATA: [153060278]

Seller/Buyer

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11s. ORGANIZATION'S NAME 11b. INDIVIDUAL'S SURNAME	. 10	"S NAME: Provi	ADDITIO		IE(S)/MITI	AL(8)	S.
11 s. Organization's Name 11 b. Individual's Surname Mailing address	FIRST PERSONAL NAME.	"S NAME: Provi	ADDITIO	ONAL NAM	IE(S)/MITI	AL(8)	GUNTRY
11 m. ORGANIZATION'S NAME 11 b. INDIVIDUAL'S SURNAME MAILING ADDRESS	FIRST PERSONAL NAME.	"S NAME: Provi	ADDITIO	ONAL NAM	IE(S)/MITI	AL(8)	S.
11 a. ORGANIZATION'S NAME 11 b. INDIVIDUAL'S SURNAME MAILING ADDRESS	FIRST PERSONAL NAME.	"S NAME: Provi	ADDITIO	ONAL NAM	IE(S)/MITI	AL(8)	16.1 16.1
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11 a. ORGANIZATION'S NAME 11 b. INDIVIDUAL'S SURNAME MAILING ADDRESS	FIRST PERSONAL NAME.	"S NAME: Provi	ADDITIO	ONAL NAM	IE(S)/MITI	AL(3)	S.
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11 a. ORGANIZATION'S NAME 11 b. INDIVIDUAL'S SURNAME MAILING ADDRESS	FIRST PERSONAL NAME.	"S NAME: Provi	ADDITIO	ONAL NAM	IE(S)/MITI	AL(8)	16.1 16.1
This FINANCING STATEMENT is to be filed. (or regord) (or recorded) in the	FIRST PERSONAL NAME. CITY:	EMENT:	ADDITIO	ONAL NAM	ie(9)/Niti		COUNTRY
11 a. ORGANIZATION'S NAME 11 b. INDIVIDUAL'S SURNAME MAILING ADDRESS DDITIONAL SPACE FOR ITEM 4. (Collateral); HEREOF RECEIVED BY SUCH ENTITY This Financing Statement is to be filed. (for recorded) in the REAL ESTATE RECORDS. (if applicable)	FIRST PERSONAL NAME. CITY. 19 14. This FINANCING STATE Covers limber to be	EMENT:	ADDITIO	POSTAL	ie(9)/Niti		16.1 16.1
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This FINANCING STATEMENT is to be filed. [for regord] (or recorded) in the REAL ESTATE RECORDS (if applicable)	FIRST PERSONAL NAME. CITY. 19 14. This FINANCING STATE Covers limber to be	EMENT:	STATE	POSTAL	ie(9)/Niti		COUNTRY
11 a. ORGANIZATION'S NAME 11 b. INDIVIDUAL'S SURNAME MAILING ADDRESS ADDITIONAL SPACE FOR ITEM 4 (Collateral); HEREOF RECEIVED BY SUCH ENTITY This FINANCING STATEMENT is to be filed [for recorded] (or recorded) in the REAL ESTATE RECORDS. (if applicable) anne and address of a RECORD OWNER of real selets described in item 18	FIRST PERSONAL NAME. CITY. 19 14. This FINANCING STATE Covers limber to be	EMENT:	STATE	POSTAL	ie(9)/Niti		COUNTRY
11 a. ORGANIZATION'S NAME 11 b. INDIVIDUAL'S SURNAME MAILING ADDRESS DDITIONAL SPACE FOR ITEM 4. (Collateral); HEREOF RECEIVED BY SUCH ENTITY This FINANCING STATEMENT is to be filed. [for recorded] (or recorded) in the REAL ESTATE RECORDS. (if applicable) The and address of a RECORD OWNER of real setate described in item 18	FIRST PERSONAL NAME. CITY. 19 14. This FINANCING STATE Covers limber to be	EMENT:	STATE	POSTAL	ie(9)/Niti		COUNTRY
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11 a. ORGANIZATION'S NAME 11 b. INDIVIDUAL'S SURNAME MAILING ADDRESS ADDITIONAL SPACE FOR ITEM 4 (Collateral): HEREOF RECEIVED BY SUCH ENTITY This FINANCING STATEMENT is to be filed. [for recorded] (or recorded) in the REAL ESTATE RECORDS. (if applicable) some and address of a RECORD OWNER of real selets described in Item 18 Debtor does not have a record interest):	FIRST PERSONAL NAME. CITY. 19 14. This FINANCING STATE Covers limber to be	EMENT:	STATE	POSTAL	ie(9)/Niti		COUNTRY
11s. ORGANIZATION'S NAME 11b. INDIVIDUAL'S SURNAME MAILING ADDRESS ADDITIONAL SPACE FOR ITEM 4. (Collateral): HEREOF RECEIVED BY SUCH ENTITY This FINANCING STATEMENT is to be filed. For regord] (or recorded) in the REAL ESTATE RECORDS. (if applicable) ame and address of a RECORD OWNER of real selets described in Item 18. (Debtor does not have a record interest):	FIRST PERSONAL NAME. CITY. 14. This FINANCING STATE Covers timber to be 16. Description of real select	EMENT:	STATE	POSTAL	ie(9)/Niti		COUNTRY
11s. ORGANIZATION'S NAME 11b. INDIVIDUAL'S SURNAME MAILING ADDRESS ADDITIONAL SPACE FOR ITEM 4. (Collateral): HEREOF RECEIVED BY SUCH ENTITY This FINANCING STATEMENT is to be filed. For regord] (or recorded) in the REAL ESTATE RECORDS. (if applicable) ame and address of a RECORD OWNER of real selets described in Item 18. (Debtor does not have a record interest):	FIRST PERSONAL NAME. CITY. 14. This FINANCING STATE Covers timber to be 16. Description of real select	EMENT:	STATE	POSTAL	ie(9)/Niti		COUNTRY

UCC FINANCING STATEMENT FOLLOW INSTRUCTIONS A. NAME & PHONE OF CONTACT AT FILER (optional) B. E-MAIL CONTACT AT FILER (optional) FilingDept@cscinfo.com C. SEND ACKNOWLEDGMENT TO: (Name and Address) Corporation Service Company 801 Adial Stevenson Dr Springfield, IL 62703	SC SECRETARY OF STATE. 190430-1.524539 S Lapse Date: 04/30/2024	, k (a)	Fling Fees: \$14.00. Electronic Records Access: \$8.00 Total: \$22.00 Order ID#
1. DEBTOR'S NAME: Provide only one Debtor name (1s or 1b) (use skact name will not fit in line 1b, leave all of liem 1 blank, check here and pro	t, full name; do not omit, modify, or abbreviate any part	of the Dabtor's name); if a	any part of the Individual Debtore
19. ORGANIZATION'S NAME Dream Big Restaurants, LLC OR 15. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(Byinitial(S) (BUFFIX
16. MAILING ADDRESS 37 VIIIa Road, Suite 205	Greenville	STATE POSTAL C	COUNTRY USA
2. DEBTOR'S NAME: Provide only one Deblor name (2e or 2b) (use exact name will not fit in time 2b, leave as of item 2 blank, check here and provide only one.)	t, full name; do not omit, modify, or abbreviate any part	of the Debtor's name); if a	any part of the Individual Dabbor's
24. ORGANIZATION'S NAME MCDOnald'S 25. INDIVIDUAL'S SURNAME 26. MAILING ADDRESS	FIRST PERSONAL NAME.	ADDITIONAL NAME(W-7
37 VIIIa Road, Suite 205	Greenville	SC 29615	USA
SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR S 38. ORGANIZATION'S NAME CORPORATION SERVICE COMPANY, AS REPRE 35. INDIVIDUAL'S SURNAME		ADDITIONAL NAME(Byinitial(8). SUFFIX
C. MAILING ADDRESS	arry	STATE POSTAL C	COUNTRY
P.O. Box 2576, UCCSPREP@CSCINFO.COM	Springfield	IL 62708	USA
4. COLLATERAL: The Intending statement covers the following collaters: CERTAIN FUTURE ACCOUNTS, RECEIPTS, A Restaurants, LLC DBA McDonald's, AS SELLEI BUYER, PURSUANT TO THAT CERTAIN PUR BETWEEN SELLER AND PURCHASER DATE THE SALE OF THE FUTURE RECEIVABLES FARTIES THERETO TO BE AN OUTRIGHT SABE, NOR IS IT TO BE CONSTRUED AS, A FIN OBLIGATIONS OF THE SELLER. THIS UCC FINANCING STATEMENT IS FILED	R, AND PURCHASED BY QUICK RCHASE AND SALE OF FUTURE D April 24, 2019 (THE "AGREEN PURSUANT TO THE AGREEME ALE OF SUCH FUTURE RECEIV JANCING OR AN ASSIGNMENT	KSILVER CAPIT E RECEIVABLE MENT"). NT IS INTENDE /ABLES AND N FOR SECURIN	TAL LLC, AS S AGREEMENT ED BY THE IOT INTENDED TO
Check only if applicable and check only one box: Collateral is held in a T	rust (see UCC1Ad, item 17 and instructions) be	ing administered by a Dec	pedent's Personal Representative
a. Check <u>only</u> if epplicable and check <u>only</u> one box:	66.	Check only if applicable	
Public-Finance Transpollon Manufactured-Home Transpollon ALTERNATIVE DEBIGNATION (f applicable): Lessee/Lessor	A Debtor is a Transmitting Utility Consignes/Consignor. Seller/Buyer	Agricultumi Lien	Non-UCC Filing
B. OPTIONAL FILER REFERENCE DATA: [163266111]	Tamation Committee Tamation Tamation		The Annual Control

SOUTH CAROLINA SECRETARY OF STATE'S OFFICE; 1205 Pendleton Street Suite 825 Columbia, SC 29201

(Rev. 07/01/13)

LLOW INSTRUCTIONS		-	H. 1	G	설	2	7201	24 PM 3 Pg	4 \$14.00	\$8.00
NAME OF FIRST DESTOR: Because Individual Debtor name	Same as line 1a did not fil, check	or 1b on Final	noing Statement	If line 1b was lift blank	STATE	W.	4/30/2019	3:24	ឆ	<i>o</i> ,
9a, ORGANIZATION'S NAME Dream Big Restaurants		7,111	Ĭ.	ac A S	P. P.		1		#)(#)	į
24-12-14	and the second	a se di e		12 - 12 12 12 12 12 12 12 12 12 12 12 12 12	SECRETARY	90430-1524539		0 8	8	0
9b. INDIVIDUAL'S SURNAME	MATERIAL STREET			in interest	CRE	-1.52	:	# 5 # # 5 # 1	Count: Fees:	PCCe3
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do not omit, modify, or abbrevia						15 01 25 01 11	o Financing	arteraniante (i	, om ooot,	(Diffe WARDL) (diff.(f
10a. ORGANIZATION'S NAME		14	7.	3 3 1 8		0 :0			ü.	# 15
106, INDIVIDUAL'S SURNAME Wilkins	I 12		3.9		5 VI (20)	8	2281 19		4.	
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. MAILING ADDRESS 115 Manor Bridge Driv	B		i 91.	Alpharetta		29	STATE	30004		COUNTR
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			Maaig	NOR SECURED P	ARTY'S N	AME: Provi	te only one n	ame (11a o	r 116)	
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			Masie			AME: Provi	N (9)	27/10	E(8)/INITIAL(S) SUFFIX
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ICC FINANCING STATEMENT ADDEN OLLOW INSTRUCTIONS	IDO IĢI	UCC-1A	622	S	2019	4 PM	4 4 \$14.00	\$8.00
NAME OF FIRST DEBTOR: Same as line 1a or 1b on Financing 8 because individual Debtor name did not fit, check here	datement V	ino 15 was just blank	STATE	. 17	/30/2019	3:24	\$15	\$8
9s. ORGANIZATION'S NAME Dream Big Restaurants, LLC		18.9	OF S	100 to 10	.i'			1
		2 1 N	PRY PRY	1539	57		. 0	10
96. INDIVIDUAL'S BURNAME	p 6		SECRETARY	1524		13	Count: Fees:	ccess
FIRST PERSONAL NAME	6 99 ₁₀			90430-152453		Count		Electronic Records Ac Fotal:
ADDITIONAL NAME(B)/INITIAL(B)	21 12	SUFFIX	- S	190	Date:	Time	Debtor	Electron Records
DEBTOR'S NAME: Provide (10s or 10b) only one additional Deb	for name or	Debtor name that did not					LING OFFICE	
co not omit, modify, or abbreviate any part of the Debter's name) and	enter the me	illing address in line 10c	-	701 20 07 11	o Financing C	and in the	01111 0001) (08	a avenor' init theili
10a. ORGANIZATION'S NAME	G U							
105, INDIVIDUAL'S SURNAME Wilkins	1	06 K	N IN		67			α φ
INDIVIDUAL'S FIRST PERSONAL NAME Phyllis	18	Ma N N			. 5 %	7.42	in y	
INDIVIDUAL'S ADDITIONAL NAME(SYINITIAL(S)	1				\$ B	-		SUFFIX
MAILING ADDRESS		CITY			STATE	POSTAL C	CODE	COUNTRY
115 Manor Bridge Drive		Alpharetta	W S	4,	GA	30004		USA
. ADDITIONAL SECURED PARTY'S NAME OF 118. ORGANIZATIONS NAME	AUDION	R SECURED PAR	AN E'YTS	ME: Provid	le only one no	me (11a or	116)	
	AUDIONO	PIRST PERSONAL NAM	S	ME: Provid			(8)//NITTAL(8).	SUPPIX
11a, ORGANIZATIONS NAME	AUGIGIA		S	ME: Provid			(8)/INITIAL(8).	SUPPIX
118. ORGANIZATION'S NAME 116. INDIVIDUAL'S SURNAME . MAILING ADDRESS		first personal nam	S	ME: Provid	ADDITIO	NAL NAME	(8)/INITIAL(8).	¥ 1000 1000 1000
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116. ORGANIZATION'S NAME 116. INDIVIDUAL'S SURNAME . MAILING ADDRESS ADDITIONAL SPACE FOR ITEM 4 (Colleteral):		FIRST PERSONAL NAM CRTY	ATEMENT:		STATE	POSTAL C	(S)/INITIAL(S)	COUNTRY
This FINANCING STATEMENT is to be filed for record REAL 63 TATE RECORDS (if applicable) Name and address of a RECORD OWNER of real eatite described in its	fed) in the	FIRST PERSONAL NAM	ATRIMENT:		ADDITIO	POSTAL C	(S)/INITIAL(S)	¥ 1000 1000 1000
This FINANCING STATEMENT is to be filed for record REAL 63 TATE RECORDS (if applicable) Name and address of a RECORD OWNER of real eatite described in its	fed) in the	FIRST PERSONAL NAM CITY 14. This FINANCING ST covers timber to	ATRIMENT:		STATE	POSTAL C	(S)/INITIAL(S)	COUNTRY
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116. ORGANIZATION'S NAME 116. INDIVIDUAL'S SURNAME . MAILING ADDRESS ADDITIONAL SPACE FOR ITEM 4 (Colleteral):	fed) in the	FIRST PERSONAL NAM CITY 14. This FINANCING ST covers timber to	ATRIMENT:		STATE	POSTAL C	(S)/INITIAL(S).	COUNTRY
116. ORGANIZATIONS NAME 116. INDIVIDUAL'S SURNAME MAILING ADDRESS ADDITIONAL SPACE FOR ITEM 4 (Colleteral): This FINANCING STATEMENT is to be filed for record REAL ESTATE RECORDS (if applicable) Name and address of a RECORD OWNER of real eables described in its	fed) in the	FIRST PERSONAL NAM CITY 14. This FINANCING ST covers timber to	ATRIMENT:		STATE	POSTAL C	(S)/INITIAL(S).	COUNTRY

Mistro - u					
4 20 20 20 20 20 20 20					
UCC FINANCING STATEMENT FOLLOW INSTRUCTIONS					
A. NAME & PHONE OF CONTACT AT FILER (optional) Phone: (800) 331-3282 Fax: (818) 662-4141					
E-MAIL CONTACT AT FILER (optional) CLS-CTLS_Glendale_Customer_Service@wolterskluwer.cc					
C. SEND ACKNOWLEDGMENT TO: (Name and Address) 13700 - TD					
15/00-15	\neg	SC Secreta	ary of S	State	
P.O. Box 29071 Glendale, CA 91209-9071 SCS	29535 .C	File ID: 1	-		
		Lapse Date	a: 12/22	2/2021	
File with: Secretary of State, SC		THE ABOVE SPA	CE IS FOR	FILING OFFICE US	SE ONLY
1. DEBTOR'S NAME: Provide only one Debtor name (1s or 1b) (use exact, fi	ull name; do not omit,	modify, or subreviste any part of	the Deblor's n	ame): If any part of the	Individual Debtor's
name will not fit in line 1b, leave all of item 1 blank, check here and provide 1s. ORGANIZATION'S NAME	e the individual Debto	or information in item 10 of the Fir	nancing Statem	ent Addendum (Form L	JCC1Ad)
DREAM BIG RESTAURANTS, LLC					
OR 15. INDIVIDUAL'S GURNAME	FIRST PERSONAL	NAME	ADDITIONAL	NAME(S)/INITIAL(S)	OUFFIX
19. MAILING ADDRESS	CITY	-	STATE PO	OSTAL CODE	COUNTRY
880 South Pleasantburg Drive, Suite 2G	Greenville			9607	USA
DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, fineme will not lift in line 2b, leave all of item 2 blank, check here and provide a or	uli name; do not omit, e the individual Debto	modify, or abbreviate any pari of or information in Nem 10 of the Fi	the Debtor's n	ame); if any part of the sent Addendum (Form L	Individual Dabtor's JCC1Ad)
OR 25. INDIVIDUAL'S SURNAME	FIRST PERSONAL	NAME	ADDITIONAL	NAME(S)(INITIAL(S)	BUFFIX
20, MAILING ADDRESS	CITY		BTATE I PO	OSTAL CODE	COUNTRY
(Acceptable Sector Paradice International Proc.)				70 IVE 000E	GOMIN
3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SEC	CURED PARTY): Pro	vide only <u>one</u> Secured Party nar	ne (3a or 3b)		
TD BANK, N.A.					
OR 35. INOMIDUAL'S SURNAME	FIRST PERSONA	LNAME	ADDITIONAL	NAME(SYNITIAL(S)	SUFFIX
3d, MAILING ADDRESS	CITY		STATE P	DSTAL CODE	COUNTRY
1701 Route 70 East	Cherry Hill			8034	USA
4. COLLATERAL: This financing statement covers the following collateral: This financing statement covers all personal property and fixtures may now have or hereafter acquire an interest, other than (1) Det business(es) and (2) general intangibles and intellectual property such consent has not been obtained.	s of the Debtor, w	nd interest in and to the F	eafter acqui	red by Debtor, or in	n which Debtor
This financing statement covers all of the right, title and interest o property now owned or hereafter acquired by Debtor, an all accest Chattel Paper, Deposit Accounts and other payment obligations of machinery, fumishings, fixtures, furniture, appliances, accessorie Debtor or hereafter acquired, all accessions and appurtenances to all now or hereafter located, used or intended by Debtor to be loc	ssions and substi of a financial insti s, chattels and of hereto, and all re	lutions therefore, and all plution (including the Secul ther articles of personal properties and replacements	products and red Party), to perty of wi a of and sub	d proceeds thereof Documents, All goo hatever nature now	: All Accounts,
Store #1109 2200 Augusta Road, Greenville, SC 29805		File and the second of the sec			
Store #1667 Wade Hampton Boulevard, Greenville, SC 29607					
Store #3691 308 West Wade Hampton Boulevard, Greenville, So					
5. Check only if applicable and check only one box; Collateral is held in a Tru 6s. Check only if applicable and check only one box;	at (see UCC1Ad, Iter			by a Decedent's Person phicable and check on	
Public-Finance Transaction Manufactured-Home Transaction	A Debtor is a		Agricultural	estino i-se appropriati	N 100 100 201
7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor	Consignee/Consign	or Seller/Buyer	Ballee/	Ballor Licer	see/Licensor
8. OPTIONAL FILER REFERENCE DATA: 56929535 23873719003 REL 265817			7677		-:/
FILING OFFICE COPY - UCC FINANCING STATEMENT (Form UC	C1) (Rev. 04/20/1	11)		Prepared by CT Lien Soful Glandwie, CA 91209-9071	ions, P.O. Box 29071, Tel (800) 331-3282

-	AME OF FIRST DESTOR: Same se line 1a or 1b on Financing Statemen scause individual Debtor name did not fit, check here	it; if line 1b was left b	lank				
	DREAM BIG RESTAURANTS, LLC						
R	9b. Individual's surname			SC Secreta:	y of S	tate	
	331133112			File ID: 16	1222-1	521113	
	FIRST PERSONAL NAME		***************************************	Lapse Date:	12/22	/2021	
	ADDITIONAL NAME(B)INITIAL(B)		SUFFIX				
_	PERTODIO SIAME. Poulle (Generalle)					OR FILING OFF	
d	DEBTOR'S NAME: Provide (10s or 10b) only <u>one</u> additional Debtor nar o not omit, modify, or abbreviate any part of the Debtor's name) and enter t	me or Deblorname ti the melling address in	iet did not fit in i line 100	line 1b or 2b of the Fine	incing Statem	ant (Form UCC1) (u	se exect, full n
	10s. ORGANIZATION'S NAME						4
R	106, INDIVIDUAL'S SURNAME						
	(XXX IV. TO MAKE A NAME AND						
	INDIVIDUAL'S FIRST PERSONAL NAME		-				
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,	11s. ORGANIZATION'S NAME		JAT MARIO		ADDITIONAL N	AME(B)/INITIAL(B)	BUFFIX
-1	11b. INDIVIDUAL'S SURNAME	FIRST PERSON	ALL INVALE				
10.	116. INDIVIDUAL'S BURNAME MAILING ADDRESS	FIRST PERSON	WILL FOOME			ITAL CODE	COUNTRY
10.		Valence (1995)	WIL NOW E			TAL CODE	COUNTRY
		Valence (1995)	ent rooms			TAL CODE	COUNTRY
. A	MAILING ADDRESS	Valence (1995)	ent revers			TTAL GODE	COUNTRY
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tor	MAILING ADDRESS DDITIONAL SPACE FOR ITEM 4 (Colleteral): re #7510 630 Howelf Road, Greenville, SC 29615 re #10063 3618 Pelham Road, Greenville, SC 29615	VI. MENNING SECTION	APP LACKE			TAL CODE	COUNTRY
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tor	MAILING ADDRESS DDITIONAL SPACE FOR ITEM 4 (Collateral): 10 #7510 630 Howelf Road, Greenville, SC 29615 10 #10063 3618 Pelham Road, Greenville, SC 29615 10 #11593 3 Cannon Drive, Greenville, SC 29605 10 #16321 2137 Old Spartanburg Road, Greer SC, 29660	in the 14. This FINA	ncing stati	EMENT:	SYATE POS		COUNTRY e fixture filing
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- DI	AME OF FIRST DEBTOR; Same as line 1s or 1b on Financing Secuse individual Debtor name did not fit, check here	italement; if line 1b w	as left blank				
	DREAM BIG RESTAURANTS, LLC			1			
				-	ž.		
R	Ob. INDIVIDUAL'S SURNAME			SC Secreta	ry of	State	
				File ID: 1	61222	2-1521113	
	FIRST PERSONAL NAME			Lapse Date	: 12/	22/2021	
	ADDITIONAL NAME(BYINITIAL(B)		SUFFIX		ro as nacional diagnaci		
. D	 DEBTOR'S NAME: Provide (10e or 10b) only <u>one</u> edditionel D	ahlor nama or Dahlor	name that did not fit			IS FOR FILING OFFI	THE RESERVE
	o not omit, modify, or abbreviate any part of the Debtor's name) as			MINUS IDOL TO OLDINE LI	muchili a	minimize (FOITH CCC1) (CE	a avereit inii use
	10s. ORGANIZATION'S NAME						
R	106, INDIVIDUAL'S SURNAME				10		
	INDIVIDUAL'S FIRST PERSONAL NAME		-				
	Endividual's additional name(syinitial(s)		-1114				SUFFIX
	2010						
Oq.	MAILING ADDRESS	CITY			STATE	POSTAL GODE	COUNTRY
1							
R	11b, NOTVIDUAL'S SURNAME	FIRST	PERSONAL NAME		ADDITIO	nal name(symitial(s)	SUFFIX
	11b. Individual's Surname Mailing Adoress	FIRST	PERSONAL NAME		ADDITIO	NAL NAME(SYNITIAL(S)	SUFFIX
to.	MAILING ADDRESS ADDITIONAL SPACE FOR ITEM 4 (Colleters):	CITY	PERSONAL NAME	**************************************		11.	
, A	MAILING ADORESS ADDITIONAL, SPACE FOR ITEM 4 (Colleteral): re #18816 1706 White Horse Road, Greenville, SC	29805				11.	
to.	MAILING ADDRESS ADDITIONAL SPACE FOR ITEM 4 (Colleters):	29805	nia Financing 817.		STATE	POSTAL COOR	COUNTRY
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CC FINANCING STATEMENT LLOW INSTRUCTIONS			*		
NAME & PHONE OF CONTACT AT FILER (opt Phone: (800) 331-3282 Fax: (818) 662-4					
E-MAIL CONTACT AT FILER (optional) CLS-CTLS_Glendale_Customer_Service	e@wolterskluwer.com				
BEND ACKNOWLEDGMENT TO: (Name and A	ddrees)				
 Lien Solutions	70468655	SC Secret	tary of	State	
P.O. Box 29071 Glendale, CA 91209-9071	SCSC	File ID:	190624	-1514268	
Gieridale, OA 81208-8071	3030	Lapse Dat	te: 06/	24/2024	
File with County	-4-91-d- PO				
File with: Secretary EBTOR'S NAME: Provide only one Deblor name			-	OR FILING OFFICE U	THEODIS
ame will not fit in line 1b, leave all of item 1 blank, che					
1s. ORGANIZATION'S NAME					
BULLER AND BURES STREET					
Dream Big Restaurants LLC					
Dream Big Restaurants LLC 16. INDIVIDUAL'S BURNAME	FIRST PER	BONAL NAME	ADDITIO	NAL NAME(B)INITIAL(B)	SUFFIX
15, INDIVIDUAL'S BURNAME	FIRST PER	SONAL NAME	ADDITIO	NAL NAME(B)INITIAL(B)	SUFFIX
16, INDIVIDUAL'S BURNAME ANLING ADDRESS	спу	- No. 10 100.00	STATE		
16, INDIVIDUAL'S BURNAME MALING ADDRESS VIIIA ROBO Suite 205	спу Greenvi	lle	STATE	29815	COUNTRY
15, INDIVIDUAL'S SURNAME WILING ADDRESS VIIIA Road Suite 205 EBTOR'S NAME: Provide only one Debtor name one will not fit in line 2b, leave ell of item 2 blank, che	CTTY Greenvi e (2e or 2b) (use exact, full name; do not	lle omli, modify, or abbreviate any pa	STATE SC	POSTAL CODE 29615 's name); if any part of the	COUNTRY USA
16, INDIVIDUAL'S SURNAME MALING ADDRESS 7 VIIIA Road Suite 205 DEBTOR'S NAME: Provide only one Debtor name	CTTY Greenvi e (2e or 2b) (use exact, full name; do not	lle omli, modify, or abbreviate any pa	STATE SC	POSTAL CODE 29615 's name); if any part of the	COUNTRY USA
16, INDIVIDUAL'S SURNAME MALING ADDRESS Villa Road Suite 205 EBTOR'S NAME: Provide only one Debtor name will not fit in line 2b, leave all of item 2 blank, che 26. ORGANIZATION'S NAME	GTTY Greenvi (2e or 2b) (use exact, full name; do not ck here and provide the individual	ile omil, modify, or abbreviate any pa Debtor information in item 10 of the	STATE SC of the Debto Financing St	29815 29816 r's name); if any part of the aternant Addendum (Form	USA Individual Del UCC1Ad)
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16, INDIVIDUAL'S SURNAME WALING ADDRESS VIIIA ROAD Suite 205 EBTOR'S NAME: Provide only one Debtor name will not fit in line 2b, leave all of item 2 blank, che 2c. ORGANIZATION'S NAME 26, INDIVIDUAL'S SURNAME	GTTY Greenvi (2e or 2b) (use exact, full name; do not ck here and provide the individual	ile omil, modify, or abbreviate any pa Debtor information in item 10 of the	STATE SC of the Debto Financing St	29815 29816 r's name); if any part of the aternant Addendum (Form	USA Individual Del UCC1Ad)
15. INDIVIDUAL'S SURNAME MALING ADDRESS 7 VIIIa Road Suite 205 DEBTOR'S NAME: Provide only one Debtor name are will not fit in line 25, leave all of item 2 blank, che	GTTY Greenvi (2a or 2b) (use exact, full name; do not ck here and provide the individual	ile omil, modify, or abbreviate any pa Debtor information in item 10 of the	STATE SC in of the Debto a Financing St	POSTAL, CODE 29815 I's neme); if any pert of the atement Addendum (Form	COUNTRY USA Individual Del UGC1Ad)
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1b. INDIVIDUAL'S SURNAME MAILING ADDRESS VIIIIA ROSID Suite 205 DEBTOR'S NAME: Provide only one Debtor name will not fit in line 2b, leave sli of item 2 blank, che 2c. ORGANIZATION'S NAME 2b. INDIVIDUAL'S SURNAME MAILING ADDRESS ECURED PARTY'S NAME (or NAME of ASSIG 3s. ORGANIZATION'S NAME	CTTY Greenvi (2a or 2b) (use exact, full name; do not ck here and provide the individual FIRST PERI CTTY SNEE of ASSIGNOR SECURED PARTY	lie omli, modity, or abbreviate any pa Debtor information in Item 10 of the BONAL NAME	STATE SC In of the Debto Financing St ADDITIO	POSTAL CODE 29815 's name); if any part of the atement Addendum (Form NAL NAME(S)/INITIAL(S) POSTAL CODE	COUNTRY USA Individual Del UGC1Ad)
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16, INDIVIDUAL'S SURNAME AMULING ADDRESS VIIIA ROSA Suite 205 EETOR'S NAME: Provide only one Debtor name will not fit in line 2b, leave all of item 2 blank, che 2s. ORGANIZATION'S NAME 26, INDIVIDUAL'S SURNAME MAILING ADDRESS ECURED PARTY'S NAME (or NAME of ASSIGNACION'S NAME	CTTY Greenvi (2a or 2b) (use exact, full name; do not ck here and provide the individual FIRST PERI CTTY ENEE of ASSIGNOR SECURED PARTY REPRESENTATIVE	lie omli, modity, or abbreviate any pa Debtor information in Item 10 of the BONAL NAME	STATE SC If of the Debto a Financing St ADDITIO	POSTAL CODE 29815 's name); if any part of the atement Addendum (Form NAL NAME(S)/INITIAL(S) POSTAL CODE	COUNTRY USA Individual Del UGC1Ad)
16. INDIVIDUAL'S SURNAME MAILING ADDRESS VIIIA ROSCI Suite 205 DEBTOR'S NAME: Provide only one Debtor name with not fit in line 2b, leave sit of item 2 blank, che 26. ORGANIZATION'S NAME AMILING ADDRESS ECURED PARTY'S NAME (or NAME of ASSIGNAME OF CORPORATION SYSTEM, AS	CTTY Greenvi (2a or 2b) (use exact, full name; do not ck here and provide the individual FIRST PERI CTTY ENEE of ASSIGNOR SECURED PARTY REPRESENTATIVE	ille omit, modity, or abbreviate any pa Debtor information in item 10 of the SONAL NAME Provide only one Secured Party	STATE SC If of the Debto a Financing St ADDITIO	POSTAL CODE 29815 If any part of the atemani Addendum (Form NAL NAME(S)/INITIAL(S) POSTAL CODE	USA Individual Del UCC1Ad) BUFFIX COUNTRY

Information is included below, on an exhibit attached hereto or otherwise in the description of Collateral, such information has been added by Secured Party to the best of its information in an effort to avoid confusion but is not intended to, and shall not, limit the above description of Collateral.

This financing statement is flied to give notice that In case a court should determine that the transaction contemplated by the Lease Agreement constitutes a financing, the Debtor has granted to the Secured Party a first priority security interest in the Equipment and all substitutions, replacements and proceeds, including insurance proceeds, which security interest is perfected by this filing.

Collateral Equipment Includes: TAYLOR FREEZER MODEL C602 WITH CONE DISPENSER AND SYRUP RAIL INSERTS

Check only if applicable and check gnly one box:	6b. Check only if applicable and check only one box:
Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility	Agricultural Lien Non-UCC Filing
LTERNATIVE DESIGNATION (If applicable): Leasee/Leasor Consigned/Consignor, Seiler/Buye	er Bailee/Bailor Licensee/Licensor

EXHIBIT D

kly Cash Flow Projection earn Big Restaurants, LLC					ACORD	ACORD - CASH REQUIREMENTS	SIREMENTS									
		Week Ended:														
Projection	BEG BAL	29-Sep	6-0ct	13-0ct	20-0ct	27-0ct	3-Nov	10-Nov	17-Nov	24-Nov	1-Dec	8-Dec	15-Dec	22-Dec	TOTAL	
ASH ON HAND Ginning of week]	183,270	183,270	193,852	200.944	210.794	202.514	200 630	183 352	954 771	178 517	172.431	160 372	1.78 330	190.001		
ASH RECEIPTS													200			С
a) Forecasted Receipts		271,111	263,789	259,291	262,542	275,124	274,146	269,833	236,658	267,599	755,597	232,451	271,478	206,724	3,346,342	a
(b) Non-Product Sales		3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	3,000	39,000	se
								*	¥ .	30(-)					×	9 1
0TAL CASH RECEIPTS 2a + 2b + 2c=3		274 111	00E 33C	S. C.	2000											.9-(
OTAL CASH AVAILABLE Before cash out if (1 + 3)			CO CO	167707	745,502	477,077	711,140	717,833	9C9/657	865,0/2	/65/85/	235,451	2/4,4/8	209,724	3,385,342	050
Set Dan Out		457,381	460,641	463,235	476,335	480,638	477,776	456,185	416,297	444,116	433,028	404,824	452,817	400,577)9
Des																0-
poo		75,911	73,861	72,601	73,512	77.035	76.761	75.553	66.264	74.928	13517	65.086	76.014	57.883	936 976	·hl
aper Goods		10,817	10,525	10,346	10,475	10.977	10.938	10.766	9.443	10.677	10.198	9.275	10.832	8 248	133,519	b
Controllable Expenses											Described in the second		-			
ew Labor		70,489	68,585	67,416	68,260.84	71,532.33	71,278.06	70,156.54	61,531.01	69,575.74	66,455.14	60,437.32	70,584.19	53,748.28	870,049	D
lanagement Labor		7,320	7,122	1,001	7,089	7,428	7,402	7,285	6,390	7,225	106'9	6,276	7,330	5,582	90,351	0
Admin/officer		12,737	12,737	12,737	12,737	12,737	12,737	12,737	12.737	12.737	12,737	12,737	12.737	12.737		С
ayroll Taxes		7,919	7,726	7,607	7,693	8,025	666'2	7,886	7,010	7,827	7,510	6839	7,929	6,220	98.249	1
avel		7.		ī	5		30	8			•		j.			0
dvertising		8,269	8,046	7,908	8,008	8,391	196'8	8,230	7,218	8,162	7,796	7,090	8,280	6,305	102,063	
Jutside Services		4,772	4,643	4,564	4,621	4,842	4,825	4,749	4,165	4,710	4,499	4,091	4,778	3,638		
hen		352	343	337	341	328	356	351	308	348	332	302	353	269		
perating Supplies		3,389	3,165	2,982	2,888	4,127	3,427	2,698	2,248	2,408	2,173	1,860	2,172	1,654		
Maintenance & Repair		3,389	3,297	3,241	3,282	3,439	3,427	2,698	2,367	2,676	2,556	2,325	2,715	2,067		
Dides		8,133	7,914	677,7	7,876	8,254	8,224	8,095	7,100	8,028	7,668	6,974	8,144	6,202		
Admin office rent		416	414	412	413	418	418	416	403	415	410	401	417	391	5,343	9/2 en
2sh +/-		407	36.	380	304	412	4114	AOR	u u	400	000	046	402	200	0000	
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ion-Controllable Expenses				0								0.000 N				
TH.		24,102	23,451	23,051	23,340	24,459	24,372	23,988	21,039	23,790	22,73	20,665	24,134	18,378		
rvice Fees		10,953	10,657	10,475	10,607	11,115	11,076	10,901	9,561	10,811	10,326	9,301	10,968	8,352		
DSUMBANCE		5 537	5.419	2 250	5.400	2 504	0233	5 513	2003	arv a	200.0	7 60 8	2 230	4 5.41		
axes / Licenses		4,202	4,089	4,019	4,069	4,264	4.249	4.182	3,668	4,148	3,962	3,603	4,208	3,204		
				,						ļ						
Aisc Non-Controllable Expenses		8,350	8,125	7,986	8,086	8,474	8,444	8,311	7,289	8,242	7,872	7,159	8,362	6,367	103,067	d of 4
Non-Product Cost		(13 921)	(3.825)	(19 760)	(3.807)	1989 E/	(3 975)	(a 913)	(SA 827)	(Ja BBU)	13 7061	(13 971)	[3 936]	(2 998)		
																9/2
																27/
Autorial D. CL.		263,528	258,697	252,441	255,285	267,893	266,310	261,009	230,665	258,706	247,655	226,485	261,964	203,097	2,580,342	1
chafer and Weiner			OM				15,000				15,000					9
Aartin Brower contract assumption					18,537	12,115	12,115	18,537	12,115	10,979						15
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serve and/or Escrow [Specify]/Rent Depos	2	100	30	3.0		Į.		10.	Į.	3	э	7	100	1	0.6	SC
OTAL CASH PAID OUT		263,528	259,697	252,441	273,822	280,008	294,425	279,546	242,780	269,685	263,655	226,485	261,964	203,097	3,371,132	M
Ash Position and of week) (4 minus 6)	79	9	200 044	200 000		200 000	000	D60 3KF			CEC 033	4 70 228	CD6 WOL	107 450		ai
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